

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
Chapter 11
DELPHI CORPORATION, et al., :
Case No. 05-44481 (RDD)
Debtors. :
Jointly Administered
:
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**ORDER GRANTING MOTION OF DELOITTE & TOUCHE LLP
FOR AN ORDER TERMINATING THE DEBTORS'
RETENTION OF DELOITTE & TOUCHE LLP AS
THEIR INDEPENDENT AUDITORS AND ACCOUNTANTS**

Upon the unopposed Motion of Deloitte & Touche LLP ("Deloitte & Touche") for an Order Terminating the Debtors' Retention of Deloitte & Touche as Their Independent Auditors and Accountants (the "Motion"); upon the notice of hearing to consider the Motion dated May 29, 2009; upon the certificate of service of Jason Blumberg dated May 29, 2009; and a hearing on the Motion having been held before this Court on June 16, 2009; and good and sufficient service and notice of the Motion having been given; and after due deliberation, and good and sufficient cause existing to grant the Motion for the reasons set forth therein, it is hereby

ORDERED, that the Motion is granted in all respects; and it is further

ORDERED, that the Debtors' retention of Deloitte & Touche under Sections 327(a), 328(a) and 1107(b) of the Bankruptcy Code as independent auditors and accountants is terminated; and it is further

ORDERED, that Deloitte & Touche is relieved from the requirements and restrictions attendant with the retention of professionals by a debtor's estate, including, without limitation, the "disinterestedness," "adverse interest" and disclosure requirements set forth in the Bankruptcy Code and Bankruptcy Rules and, accordingly, is permitted to perform professional

services for parties in connection with these chapter 11 cases without regard to such requirements or restrictions; and it is further

ORDERED, that, relief from the foregoing requirements and restrictions shall not be construed as modifying or altering any professional standards or confidentiality responsibilities that may be applicable with respect to the provision of services in the future by Deloitte & Touche for other parties in connection with the Debtors and their chapter 11 cases.

Dated: New York, New York
June 16, 2009

/s/Robert D. Drain
Honorable Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE